UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

ZF MERITOR LLC and MERITOR TRANSMISSION CORPORATION,)))
Plaintiffs,) Civil Action No. 06-623-SLR
v.)
EATON CORPORATION,)
Defendant.)

PLAINTIFFS ZF MERITOR LLC AND MERITOR TRANSMISSION CORPORATION'S OPPOSITION TO DEFENDANT'S MOTION TO TRANSFER

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PRELIMINARY STATEMENT

This case is national in scope. It concerns Eaton Corporation's conduct throughout the United States – including the first of those States – that destroyed competition in the North American markets for heavy-duty truck transmissions. The parties and potential witnesses are geographically dispersed throughout the country. Eaton's emphasis on the location of manufacturing facilities in North Carolina is misplaced. The focus of this antitrust suit is Eaton's dealings with the four truck manufacturers and Eaton's interference with the downstream sales of Plaintiffs' transmissions to fleets, dealers, and other truck purchasers. Given these realities, Plaintiffs' decision to bring this lawsuit in Delaware is entirely appropriate and convenience will not be better served by a transfer to North Carolina:

- Delaware is the place of incorporation for Plaintiffs ZF Meritor LLC and Meritor Transmission Corporation (collectively, "ZF Meritor").
- Eaton is an \$11 billion company with operations throughout the United States. It has filed cases in Delaware, including a six-year lawsuit and trial against ZF Meritor's predecessor concerning transmission technology. It has preferred litigating in Delaware over its home turf of Ohio even when it and the defendant were headquartered in Cleveland, Ohio.
- The four truck manufacturers that Eaton characterizes as "critical third-parties to this suit" (Def.'s Br. 2), are all (except for Volvo's partner Mack) incorporated in Delaware. Mack, however, is headquartered in Allentown, Pennsylvania, within the subpoena power of this Court.
- Other third-party witnesses include truck purchasers primarily dealerships and fleets – located in all fifty states, Canada, and Mexico. Neither the truck manufacturers nor truck purchasers are geographically concentrated. For

- example, the truck manufacturers are based in Oregon, Washington, Illinois, North Carolina, and Pennsylvania.
- The key party witnesses in this case primarily current and former executives and employees involved in the sales, marketing, and strategic planning of their respective transmission businesses – are located throughout North America.

Because Delaware is an appropriate forum for this lawsuit and is as convenient as, if not more convenient than, North Carolina for the parties and third-party witnesses, Eaton's Motion to Transfer must fail.

NATURE AND STAGE OF PROCEEDINGS

On October 5, 2006, ZF Meritor LLC and Meritor Transmission Corporation filed a lawsuit in this Court against Defendant Eaton Corporation. On October 26, 2006, the Court approved the parties' stipulation to extend the time for Eaton to respond to the Complaint. On November 22, 2006, Eaton filed a Motion to Dismiss and a Motion to Transfer.

This brief is submitted in opposition to Eaton's Motion to Transfer. Concurrently with this submission, Plaintiffs also have submitted a brief in opposition to Eaton's Motion to Dismiss.

SUMMARY OF THE ARGUMENT

1. Eaton must show that the balance of convenience weighs strongly in favor of transfer. On balance, the factors to be considered under the Third Circuit's Jumara v. State Farm Ins. Co. decision weigh against a transfer to North Carolina. 55 F.3d 873, 879 (3d Cir. 1995).

- 2. ZF Meritor and Meritor Transmission Corporation's decision to litigate in Delaware is given "paramount consideration." Both Plaintiffs are incorporated in Delaware, as are all of the truck manufacturers except Volvo's partner Mack, which is headquartered in Allentown, Pennsylvania within the subpoena power of this Court.
- 3. Delaware is a convenient forum for the parties. Eaton is an \$11 billion company that has brought cases in Delaware, including one against ZF Meritor's predecessor. Party witnesses are not considered in the balance of convenience, and even if they were, party witnesses with knowledge relevant to ZF Meritor's claims are geographically dispersed throughout North America.
- 4. Delaware is as convenient for third-party witnesses as North Carolina.

 These witnesses are located nationally and are not concentrated in any single jurisdiction.

 There is also no suggestion that such witnesses would be unwilling or unable to appear in Delaware, but willing and able to appear in North Carolina.

STATEMENT OF FACTS

A. Nature Of The Case

Case 1:06-cv-00623-SLR

Plaintiffs filed this action because Eaton abused its monopoly power in the North American market for heavy-duty linehaul transmissions and the North American market for heavy-duty vocational transmissions. (Compl. ¶¶ 20-23, 26, 33, 34, 47-71.) Among other acts, between 2000 and the end of 2002, Eaton entered into long-term contracts with each of the four original equipment truck manufacturers that contained anticompetitive provisions limiting ZF Meritor's market share to 10% or less of the linehaul and vocational heavy-duty transmission markets. (Id. ¶¶ 48-67.) Eaton relied on

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its market power and further coordination with the truck manufacturers to thwart sales and marketing of ZF Meritor's transmissions to truck fleets, dealers, and other truck purchasers throughout North America. (Id. ¶¶ 68-71.)

B. Parties

Plaintiff Meritor is organized under the laws of Delaware with its principal place of business in Troy, Michigan. (Id. ¶ 5.) Meritor began manufacturing, selling, and marketing transmissions in 1989. (Id. ¶ 1.) In August 1999, Meritor formed a joint venture with ZF Friedrichshafen AG ("ZF"), creating Plaintiff ZF Meritor. (Id. ¶ 2.) ZF Meritor is organized under the laws of Delaware, with its principal place of business in Laurinburg, North Carolina, the site of its manufacturing plant. (Id. ¶ 4.) ZF Meritor marketed and sold its transmissions through the national field organization of the Plaintiffs' affiliate, ArvinMeritor Inc., located in Troy, Michigan. (Declaration of Charles E. Allen ¶ 6.) Although ZF Meritor remains a legal entity today, Eaton's anticompetitive and exclusionary conduct forced it to abandon transmission sales in late 2003. (See Compl. ¶ 73.) Meritor has tried to remain a supplier of transmissions, but it will exit the transmission business in January 2007. (Id. ¶ 74.) After that date, no transmissions will be manufactured at the Laurinburg plant. (Allen Decl. ¶ 7.) The only transmission-related activity that will remain is the final assembly of ZF's FreedomLine transmission. (Id.)

¹ Meritor began manufacturing transmissions under the name of its predecessor, Rockwell International Corporation. (Compl. ¶ 35.)

Defendant Eaton is incorporated under the laws of Ohio with its principal place of business in Cleveland, Ohio. (Compl. ¶ 6.) Eaton is a large diversified manufacturer with 2005 sales of \$11.1 billion. (See Ex. 1.) Eaton sells, markets, and distributes heavy-duty transmissions (along with a host of other products) throughout North America, including Delaware. (Compl. ¶¶ 6, 9.) Eaton reported truck component sales in 2005 of \$2.3 billion. (See Ex. 1.)

C. Truck Manufacturers, Truck Dealers, And Truck Fleets

Eaton and ZF Meritor sell transmissions to the four original equipment truck manufacturers ("OEMs"). The four OEMs – Freightliner LLC ("Freightliner"), Volvo Trucks North America, Inc. and Mack Trucks, Inc. ("Volvo/Mack"), Paccar Inc., with trucks marketed under Kenworth and Peterbilt nameplates ("Paccar"), and Navistar's International Truck and Engine Corporation ("International") – are the only direct purchasers of heavy-duty transmissions. (Compl. ¶ 27.) All four do business throughout North America, including Delaware. (Allen Decl. ¶ 4. See also Ex. 2.) All four companies are incorporated in Delaware, except the Mack side of Volvo/Mack. (See Ex. 3.) Mack is headquartered in Allentown, Pennsylvania, within 100 miles of the Wilmington, Delaware courthouse. (See Ex. 4.)

The four OEMs sell trucks with Eaton and ZF Meritor transmissions to dealerships and large fleets in all fifty states. (Allen Decl. ¶ 4.) Dealerships, in turn, sell trucks to fleets and owner operators in all fifty states, including Delaware. (Id.) For example, Allen Family Foods, a homegrown business located in Seaford, operates a fleet of trucks to move the company's products to and from its various plants, mills, and

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markets. (See Ex. 5.) Employing several thousand workers, the President of Allen Family Foods has observed that "there are Allen family trucks on the road day and night." (Id.) Similarly, Sentinel Transportation, a fleet operating out of Wilmington, serves as a primary trucking fleet for DuPont and Conoco. (See Ex. 6.) The fleet uses trucks which are "specified with Eaton's nine-speed RTX-14709H overdrive transmission [or] Eaton's 18-speed transmission." (Id.)

Delaware is also home to truck dealerships representing three of the four manufacturers – Freightliner (located in New Castle and Newark), Volvo/Mack (New Castle), and Paccar (Dover). (See Ex. 7.) These dealerships sell and/or service trucks with ZF Meritor or Eaton transmissions. (See Id.) For example, Diamond State Truck Center LLC, a Freightliner dealer located in Newark, has a parts and service agreement with both Eaton and Meritor. (See Ex. 7.) The fourth truck manufacturer, International, sells trucks to Delaware fleets from its Maryland dealership across the Delaware border in Salisbury. (Ex. 8.)

ZF Meritor and Eaton's national field organizations have employees who call upon and visit the OEMs, truck dealerships, and truck fleets across North America, including the truck dealerships and truck fleets in Delaware. (Allen Decl. ¶ 5.) These employees encourage truck purchasers to specify their respective company's components (including transmissions) in the trucks they purchase, and often provide technical assistance and training on their respective company's components. (Allen Decl. ¶ 6.)

D. Witnesses And Their Locations

Party witnesses most likely to have knowledge relevant to the case will be the current and former ZF Meritor and Eaton executives and employees involved in the sales, marketing, or strategic planning of their respective transmission businesses. They are located throughout the country. (Id. ¶ 8.) Potential third-party witnesses are current and former executives and employees working for the four truck manufacturers, the owners of truck fleets and dealers, and the truck purchasers nationwide who were affected by Eaton's anticompetitive conduct. (Id. ¶ 9. See, e.g., Ex. 9 (Herman Miller, former owner of Shopko Stores, explaining how he was discouraged from specifying Meritor transmissions for his trucks).)

ARGUMENT

A. Eaton Must, But Cannot, Show That The Balance Of Convenience Weighs Strongly In Favor Of Transfer

Eaton bears a heavy burden under 28 U.S.C. § 1404(a). Because courts give "substantial weight" to a plaintiff's forum preference, a defendant must show that "the balance of convenience of the parties and witnesses strongly favors the defendant[]." Alliedsignal, Inc. v. Cooper Auto., Inc., No. 96540, 1997 U.S. Dist. LEXIS 22902, at *4 (D. Del. July 30, 1997) (quoting Bergman v. Brainin, 512 F. Supp. 972, 973 (D. Del. 1981) (emphasis in original)). If the interests are evenly balanced or weigh slightly in favor of transfer, Eaton will not have met its burden. See Stratos Lightwave, Inc. v. E20 Commc'ns, Inc., No. 01309, 2002 U.S. Dist. LEXIS 5653, at *5 (D. Del. Mar. 26, 2002).

Our Court of Appeals has provided a list of private and public factors to assist courts in determining "whether, on balance, the litigation would more conveniently proceed and the interests of justice [would] be better served by a transfer to a different forum." Jumara v. State Farm Ins. Co., 55 F.3d 873, 879 (3d Cir. 1995).² On balance, these factors weigh against transfer because (1) ZF Meritor's forum preference is given paramount consideration, (2) Delaware is a convenient forum for the parties, and (3) Delaware is as convenient a forum for witnesses as North Carolina.³

В. Plaintiff's Choice Of Forum Is Given "Paramount Consideration"

Delaware courts have long given "paramount consideration" to a plaintiff's choice of forum, provided the plaintiff chooses the forum for a "legitimate, rational

² The private interests include: (1) the plaintiff's forum preference as manifested by the plaintiff's original forum choice; (2) the defendant's forum preference; (3) whether the claim arose elsewhere; (4) the convenience of the parties as indicated by their relative physical and financial condition; (5) the convenience of the witnesses – but only to the extent that the witnesses may actually be unavailable for trial in one of the fora; and (6) the location of books and records. Public interests include: (1) the enforceability of the judgment; (2) practical considerations that could make the trial easy, expeditious, or inexpensive; (3) the relative administrative difficulty in the two for aresulting from court congestion; (4) the local interest in deciding local controversies at home; and (5) the familiarity of the trial judge with the applicable state law in diversity cases.

³ Eaton fails to discuss the Jumara factors (or even cite to the decision). Nevertheless, the factors not discussed herein are either inapplicable to the present claims or do not weigh in favor of transfer. For example, "whether the claim arose elsewhere" is one factor courts often consider, but not in cases where, as here, the claims arose nationally. See Sherwood Med. Co. v. IVAC Med. Sys., Inc., No. 04831, 1996 U.S. Dist. LEXIS 18194, at *10 (D. Del. Nov. 25, 1996) (observing that a violation occurring throughout the United States "negates 'where the claim arose' as a factor to be weighed"). Similarly, the location of books and records do not weigh in favor of transfer in this case. See Jumara, 55 F.3d at 879 (considering the location of books and records "only to the extent that the documents may be unavailable for trial in one of the fora," an allegation not made in Eaton's Motion). Finally, none of the public interest factors (enforceability of the judgment, court congestion, etc.) are alleged by Eaton to weigh in favor of a transfer, and none is applicable to ZF Meritor's claims.

reason." Trilegiant Loyalty Solutions, Inc. v. Maritz, Inc., No. 04360, 2005 U.S. Dist. LEXIS 2825, at *5 (D. Del. Feb. 15, 2005). A company's decision to incorporate in a particular state is such a reason. Nice Sys., Inc. v. Witness Sys., Inc., No. 06311, 2006 U.S. Dist. LEXIS 74642, at *4 - 5 (D. Del. Oct. 12, 2006). Delaware courts have held that Delaware has "an interest in litigation regarding companies incorporated within its jurisdiction." J-Squared Techs., Inc. v. Motorola, Inc., No. 04960, 2005 U.S. Dist. LEXIS 2258, at *8 (D. Del. Feb. 5, 2005). Both Meritor and ZF Meritor are Delaware corporations. Although Eaton only briefly acknowledges that "one or more of the OEMs may be incorporated in Delaware," (Def.'s Br. 9,) in fact all four of the OEMs (except Volvo's partner Mack) are incorporated in Delaware. (See Ex. 3.)

Eaton argues that ZF Meritor's decision to litigate in Delaware is entitled to less weight because Delaware is not ZF Meritor's "home turf." (Def.'s Br. 10-11.)

Although the home turf rule has little vitality following the Third Circuit's <u>Jumara</u> ruling, courts in this district have nonetheless referred to a company's place of incorporation as its home turf. <u>See, e.g., Praxair, Inc. v. ATMI, Inc.</u>, No. 031158, 2004

U.S. Dist. LEXIS 7076, at *5 (D. Del. Apr. 20, 2004) (holding "as a matter of law and

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⁴ North Carolina is not Eaton's "home turf" either, but it is located outside of the Third Circuit Court of Appeals. This Circuit has found that acts bearing a strong similarity to those alleged in the Complaint are unlawful. See, e.g., United States v. Dentsply Int'l Inc., 399 F.3d 181 (3d Cir. 2005); LePage's Inc. v. 3M, 324 F.3d 141 (3d Cir. 2003). Eaton understandably hopes to litigate in what it believes to be a more receptive forum. As is their privilege, however, the Plaintiffs have chosen to file in this Court.

⁵ See Sunds Defibrator, Inc. v. Durametal Corp., No. 96483, 1997 U.S. Dist. LEXIS 1859, at *2 (D. Del. Jan. 31, 1997) (holding that the home turf rule has been subsumed by the <u>Jumara</u> factors).

contrary to defendants' assertions, Delaware is both parties' 'home turf,'" because both parties were incorporated in Delaware).

C. **Delaware Is A Convenient Forum For The Parties**

Eaton has not been shy about availing itself of this Court. Eaton has filed and litigated cases in this district, including a six-year lawsuit against ZF Meritor's predecessor concerning transmission technology. See Eaton Corp. v. Rockwell Int'l Corp., 323 F.3d 1332 (Fed. Cir. 2003). Eaton also sued another of its competitors in Delaware, despite the fact that both Eaton and the competitor were headquartered in Cleveland, Ohio, and incorporated in Ohio. See Eaton Corp. v. Parker-Hannifin Corp., 292 F. Supp. 2d 555 (D. Del. 2003). As explained by Judge Sleet in Textron Innovations, Inc. v. Toro Co., "it is difficult for the court to find any inconvenience to [the defendant] when it has previously chosen this forum in order to litigate its own patent infringement claims against [the plaintiff]." No. 05486, 2005 U.S. Dist. LEXIS 23561, at *5 (D. Del. Oct. 14, 2005).

Delaware courts also have repeatedly rejected arguments from large, national or international companies, such as Eaton, that Delaware is an inconvenient forum. In Alliedsignal, Inc., this Court denied a motion to transfer and explained that the "[d]efendant in the case at bar operates nationally . . . [and] for a company engaged in

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⁶ Even under the "home turf" rule, whether a plaintiff files litigation on its home turf "does not affect the amount of deference given to a plaintiff's choice of forum," it simply "requires a plaintiff's choice of forum to be given even greater weight than usual if the chosen forum is 'the forum closest to a plaintiff's principal place of business." Memminger v. Infocure Corp., No. 00707, 2000 U.S. Dist. LEXIS 22077, at *9 (D. Del. Nov. 14, 2000) (quoting Sunds, 1997 U.S. Dist. LEXIS 1859, at *2 n.2).

business throughout the United States, the claim that litigation away from the most convenient forum is burdensome is somewhat suspect." 1997 U.S. Dist. LEXIS 22902, at *5 - 6. See also Praxair, Inc., 2004 U.S. Dist. LEXIS 7076, at *3 ("courts should only transfer venue if the defendant is truly regional in character").

Although Eaton focuses on the parties' manufacturing plants located in North Carolina (some of which have nothing to do with transmissions), the presence of such facilities does not make North Carolina a more convenient forum than Delaware. The location of party witnesses is irrelevant to the balance of convenience analysis. See Trilegiant, 2005 U.S. Dist. LEXIS 2825, at *7 ("party witnesses . . . carry no weight in the 'balance of convenience' analysis since each party is able to procure the attendance of its own employees"); Memminger, 2000 U.S. Dist. LEXIS 22077, at *13 ("because the convenience to witnesses is only relevant in how it may affect their availability for trial, only non-party witnesses need be considered because the parties are required to procure their own employees' attendance at trial").

Even if party witnesses were considered in the balance of convenience, the plant workers are largely, if not wholly, immaterial to ZF Meritor's claims, which concern Eaton's dealings with the four truck manufacturers and Eaton's interference with

⁷ Eaton distorts its contacts with Delaware. Anthony Fanning, Group Controller for Eaton's Fluid Power Business, asserts that "Eaton does not sell any heavy duty transmissions directly to any customer in Delaware." (Declaration of Anthony Fanning ¶ 3.) Eaton does, however, sell transmissions to the four truck manufacturers, which in turn, install the transmissions into the trucks sold to fleets, dealers, and other purchasers in Delaware and every other state. (See Compl. ¶¶ 9, 27, 28.) Mr. Fanning does not, and cannot, assert that Eaton and ZF Meritor do not compete for business in every state. including Delaware, by encouraging fleets and dealers to specify certain components, including transmissions, in the trucks assembled and sold by the four truck manufacturers. (See Allen Decl. ¶¶ 5-6.)

the downstream sale of ZF Meritor transmissions to truck fleets, dealerships, and other truck purchasers throughout the country. Moreover, after Meritor exits the transmission business in January 2007, the only transmission-related activity that will remain at Plaintiffs' North Carolina plant will be the final assembly of ZF's FreedomLine transmission. To the extent Eaton is interested in calling "witnesses who can explain how the ZF-Meritor joint venture made its operational and pricing decisions and why ZF and Meritor chose to re-tool their relationship" (Def.'s Br. 4), Eaton will have to look far beyond the North Carolina plant. The witnesses most likely to have this information – the parties' current and former executives and employees involved in the sales, marketing, or strategic planning of the transmission businesses – are located nationally, and are not concentrated in any one location. 8 (Allen Decl. ¶ 8.)

Document 11

D. **Delaware Is As Convenient For Third-Party Witnesses As North** Carolina

Eaton contends that litigation in Delaware would be inconvenient for thirdparty witnesses (Def.'s Br. 9), but identifies none specifically who would be burdened.⁹

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⁸ Eaton references several cases in which a court has granted a motion to transfer after identifying an alternative forum where all, or substantially all, of the contacts associated with the litigation are located. See, e.g., SAS of P.R., Inc. v. P.R. Tel. Co., 833 F. Supp. 450, 453 (D. Del. 1993) ("that forum, and only that forum, has substantial connections with the litigation") (quoted by Def.'s Br. 10); Affymetrix, Inc. v. Synteni, Inc., 28 F. Supp. 2d 192, 195 (D. Del. 1998) (granting transfer to the forum where the parties' headquarters, laboratories, employees, and the overwhelming majority of the witnesses whom the parties intended to call at trial, were located) (cited by Def.'s Br. 11). Here, contacts relevant to the claims are located throughout North America, not in one forum. Thus, these cases provide no support for a transfer to North Carolina.

⁹ Eaton identifies a Freightliner manufacturing plant in North Carolina and generically identifies thousands of employees working at this and other manufacturing facilities. (Def.'s Br. 4-6, 7.) None of these employees are identified as key third-party witnesses having knowledge relevant to the present matter. Relevant third-party witnesses are

While third-party witnesses are relevant to a court's balance of convenience analysis, courts routinely reject amorphous assertions of "witness inconvenience" where, as here, critical third-party witnesses are not identified. See, e.g., Motorola Inc. v. PC-Tel, Inc., 58 F. Supp. 2d 349, 359 (D. Del. 1999) ("given the lack of specificity with which these individuals are identified and the [total] absence of adequate information with respect to the content and materiality of their testimony,' the court affords them no weight in its balancing test") (citation and internal punctuation omitted) (bracket in original); BAE Sys. Aircraft Controls Inc. v. Eclipse Aviation Corp., 224 F.R.D. 581, 589 (D. Del. 2004) (rejecting defendant's argument concerning witness convenience because the defendant had not "identified any potential witnesses who would be unwilling or unable to appear for trial in Delaware").

Even if Eaton had sufficiently identified these third-party witnesses, they would affect the balance of convenience "only to the extent that the witnesses may actually be unavailable for trial in one of the fora." Jumara, 55 F.3d at 873. While Volvo's headquarters is located in North Carolina, Volvo's truck partner Mack is headquartered in Allentown, Pennsylvania (i.e., within 100 miles from this Court), which makes Mack subject to service here. As for the other truck manufacturers, neither a Delaware nor a North Carolina court would have greater compulsory service of process over employees at the headquarters of Freightliner (Washington), Paccar (Oregon), or

likely to be dispersed throughout the country and not concentrated in any single location. The four truck manufacturers are located in Oregon, Washington, Illinois, North Carolina, and Pennsylvania. (See Exs. 2, 4.) Freightliner alone has over 800 dealers in the United States, Canada, and Mexico. (See Ex. 2.) Truck purchasers affected by Eaton's conduct are located in all fifty states. (See Allen Decl. ¶ 9.)

International (Illinois). In any event, the four truck manufacturers are all large companies who do business nationwide. (See Allen Decl. ¶ 4; Ex. 2.) Regardless of whether litigation occurs in Delaware or North Carolina, there is a minimal burden on their employees given the size of the companies and because "discovery can be conducted at any location" and "the only event that will take place in Delaware is the trial." Kuck v. Veritas Software Corp., No. 04831, 2005 U.S. Dist. LEXIS 823, at *8 (D. Del. Jan. 14, 2005) (discussing problems of witness availability). Eaton also offers no explanation for how a North Carolina court would be in a better position than a Delaware Court to compel the attendance at trial of the various truck dealerships, fleets, and other purchasers across the country affected by Eaton's conduct and who might be called as witnesses by the parties. Nor has Eaton established the existence of critical witnesses who would be available for trial in North Carolina but not in Delaware. In short, Eaton fails to offer any justification for why North Carolina is a more convenient forum for third-parties than Delaware.

CONCLUSION

Eaton has failed to meet its burden of showing that the balance of interests favors (let alone strongly favors) a transfer to North Carolina. For all of the foregoing reasons, this Court should deny Eaton's Motion to Transfer in its entirety.

Dated: December 11, 2006 Respectfully submitted,

> /s/ Karen V. Sullivan By:

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Exhibit 1



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Eaton Businesses Social Commitment

Our Company

An introduction to Eaton

Eaton Corporation is a diversified industrial manufacturer with 2005 sales of \$11.1 billion. Eaton is a global leader in electrical systems and components for power quality, distribution and control; fluid power systems and services for industrial, mobile and aircraft equipment; intelligent truck drivetrain systems for safety and fuel economy; and automotive engine air management systems, powertrain solutions and specialty controls for performance, fuel economy and safety. Eaton has 60,000 employees and sells products to customers in more than 125 countries.

Once known as a vehicle components supplier, Eaton has diversified to include a broader industrial and commercial focus. Today, Eaton's businesses comprise four distinct segments: Electrical, Fluid Power, Truck and Automotive.

The Eaton Business System

The Eaton Business System provides the foundation for a high-performance culture through an integrated operating system. The Eaton Business System converts the power of many into the power of one Eaton, encompassing the core values, policies and processes used to conduct business and continually measure, assess and improve performance.

Our areas of business

Electrical

The Electrical segment had sales of \$3.8 billion in 2005. The business is a leader in electrical control, power distribution, uninterruptible power systems and industrial automation products and services. The Electrical segment provides customer-driven solutions that serve the changing needs of the industrial, utility, light commercial, residential and original equipment markets.

Fluid Power

The Fluid Power segment had sales of \$3.2 billion in 2005. The business is a worldwide leader in the design, manufacture and marketing of a comprehensive line of reliable, high-efficiency hydraulic systems and components for use in mobile, industrial and aerospace applications. Mobile and industrial markets include agriculture, construction, mining, forestry, utility, civil engineering, offshore, marine, material handling, machine tools, molding and primary metals.

Truck

The Truck segment, with sales of \$2.3 billion in 2005, is a leader in the design, manufacture and marketing of drivetrain systems and components for medium-duty and heavy-duty commercial vehicles. In concert with its manufacturing and marketing partners, Eaton markets the "Roadranger System" – a complete line of drivetrain components and truck systems, including manual and automatic transmissions, clutches, driveshafts, steer and drive axles, trailer axles, tire pressure control systems and collision warning systems.

Automotive

Eaton's Automotive segment, with sales of \$1.8 billion in 2005, is a partner to the passenger car and light-truck industry. Principal products include superchargers, engine valves, valve train components, cylinder heads, locking and limited slip differentials, sensors, actuators, intelligent cruise control systems, tire valves, fluid connectors, decorative body moldings and spoilers.

Printable Page

Source:

http://www.eaton.com/NASApp/cs/ContentServer?pagename=EatonCom%2FPage%2FEC_T_TwoThirdsBodyNav&c=Page&cid=1007421140155

Company History

Highlights of our growth since 1911.

Eaton in a Flash

A Flash multimedia overview of Eaton's businesses and markets served.

Global Ethics

Eaton's Code of Ethics

Corporate Governance

Eaton reviews and updates its corporate governance policies periodically.

Fast Facts

An overview of key company information.

Leadership

Profiles of our executive team.

Locations

Search by geography, division or product category.

Operational Excellence

Our continuous improvement initiatives.

Values and Philosophy

We care about how we get results.

Exhibit 2



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(Our Future
7	A DaimlerChrysler Company

INSIDE FREIGHTLINER LLC QUICK FACTS

Quick Facts

Corporate Headquarters: Portland, Oregon, USA

Number of Employees: More than 19,000 (approximately 24,000 when Detroit Diesel Corporation and other affiliated companies are included)

Products: Heavy-and medium-duty commercial vehicles for long-haul transport, local and regional distribution, construction and services; school buses; chassis for delivery vans, recreational vehicles and shuttle buses (Through the company's affiliates, Freightliner LLC is also a leading provider of heavy-and medium-duty diesel engines, commercial vehicle axles and other components)

Geographic Markets: United States, Canada and Mexico, and more than 35 countries outside of the NAFTA region

Annual Production: More than 152,400 units (2004)

Brands: Freightliner Trucks, Sterling Trucks, Western Star Trucks, Thomas Built Buses, Freightliner Custom Chassis, Unimog, Alliance Parts

Dealers: More than 800 in the United States, Canada and Mexico

Market Share:

- 35% of Class 8 vehicle market (NAFTA region, leading heavy-duty truck producer)
- 31% of Class 6-7 market (second largest producer of medium-duty vehicles)

Business Unit Headquarters Locations:

- Freightliner Trucks, Portland, Oregon
- · Sterling Trucks, Redford, Michigan
- · Western Star Trucks, Redford, Michigan
- Freightliner Custom Chassis Corporation, Gaffney, South Carolina
- · Thomas Built Buses, High Point, North Carolina
- Freightliner Market Development Corporation, Portland, Oregon

Manufacturing Facility Locations:

- · Cleveland, North Carolina
- · Gastonia, North Carolina
- High Point, North Carolina
- · Mount Holly, North Carolina
- · Portland, Oregon
- · Gaffney, South Carolina
- · St. Thomas, Ontario, Canada
- Santiago Tianguistenco, Mexico
- Tooele, Utah (Used Truck Refurbishing)

Parts Distribution Centers:

- · Duluth, Georgia
- Logan Township, New Jersey

Source:

- · Calgary, Alberta, Canada
- · Wood Dale, Illinois
- · Memphis, Tennessee
- · Reno, Nevada
- · San Luis Potosi, Mexico
- · Mississauga, Ontario, Canada

Affiliate Company Business Unit Locations:

- Detroit Diesel Corporation, Detroit, Michigan
- Axle Alliance Company, Redford, Michigan

Affiliate Company Manufacturing Locations:

- Detroit Diesel Corporation, Redford, Michigan
- Detroit Diesel Remanufacturing Centers in Salt Lake City, Utah; Kansas City, Missouri; Cambridge, Ohio; Grand Rapids, Michigan; and Toluca, Mexico
- · Axle Alliance Company, Redford, Michigan, and Kings Mountain, North Carolina

Used Trucks: Largest retailer of used trucks in North America

Exports:

- Leading exporter of heavy-duty vehicles in North America
- Key export markets include Australia, South Africa, Central and South America

Founded: 1942

Ownership:

- · Freightliner LLC is a wholly-owned subsidiary of DaimlerChrysler
- · DaimlerChrysler is the world's largest commercial vehicle manufacturer

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Freightliner LLC is a DaimlerChrysler company.

VOLVO

Volvo Trucks North America

FACT SHEET VOLVO TRUCKS NORTH AMERICA

For further information

CONTACT: Jim McNamara (336) 393-2143

james.mcnamara@volvo.com

Background:

Volvo Trucks North America is based in Greensboro, NC, with a

manufacturing facility in Dublin, VA.

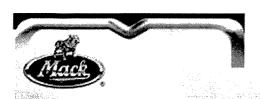
Volvo Trucks North America is part of the Volvo Group of companies, a publicly held company headquartered in Gothenburg, Sweden. With 2005 sales of approximately \$31 billion, Volvo's business areas include heavy trucks, buses, construction equipment, marine and industrial drive systems, aerospace, and financial services. In the United States, Volvo shares are listed on NASDAQ and are traded as ADRs (symbol: VOLV).

Volvo Trucks manufactures a broad line of Class 8 trucks and tractors – both on-highway and vocational – under the Volvo brand. Each new or used purchase is supported by a strong dealer network (256 full-line dealers in the United States, Canada and Mexico, plus an additional 95 parts and service locations) and by industry-leading customer support programs. Volvo is also the world's largest manufacturer of heavy-duty diesel engines.

Peter Karlsten is the President and CEO of Volvo Trucks effective October 1, 2003. Prior to joining Volvo Trucks, Karlsten served as President and CEO of Volvo Trucks do Brazil, since 2001.

Volvo Trucks North America employs approximately 5,400 people.

All Volvo trucks sold in the United States, Canada and Mexico are produced at the ISO 9001 registered and ISO 14001 environmentally certified New River Valley Assembly Plant in Dublin, VA.



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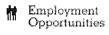
Trade Shows & Conferences

Mack Environmental Policy





Dealer Locator Select...





Corporate Information

Founded in 1900, Mack Trucks, Inc. is one of North America's largest producers of heavy-duty trucks. MACK® trucks are sold and serviced in more than 45 countries through a worldwide network of more than 670 sales, parts and service centers.

Mack is a member of the Volvo Group, a publicly held company headquartered in Gothenburg, Sweden. With annual sales of approximately \$27 billion, Volvo business areas include heavy trucks, buses, construction equipment, marine and industrial drive systems, aerospace, and financial services. In the United States, Volvo shares are listed on NASDAQ and are traded as ADRs (symbol: VOLVY).

As a Volvo Group company, Mack is committed to the core values of safety, quality and care for the environment. Mack is the primary sponsor of the American Trucking Associations' "Share The Road" national safety education initiative.

All Mack manufacturing and development locations are certified under ISO 14001, the international standard for environmental management.

Mack is a proud participant in the U.S. EPA's "Climate Leaders" Program -- an industry-government partnership that works with companies to develop long-term comprehensive climate change strategies. Partners set a corporate-wide greenhouse gas (GHG) reduction goal and inventory their emissions to measure progress. By reporting inventory data to EPA, Partners create a lasting record of their accomplishments. Partners also identify themselves as corporate environmental leaders and strategically position themselves as climate change policy continues to unfold.

Access the most recent company news and corporate information about Mack, as well as download photos of our products, corporate brochure and video. You may also read the most current Mack press releases or search the press release archive.

If you're a member of the press and need additional information about Mack or any of our products, contact our Communications Department.

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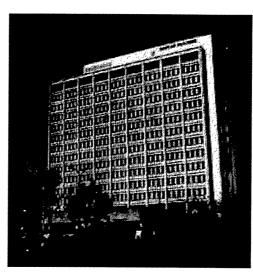
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Source:



Corporate Headquarters:

PACCAR Inc 777 106th Avenue N.E. Bellevue, WA 98004 Telephone (425) 468-7400 Fax (425) 468-8216



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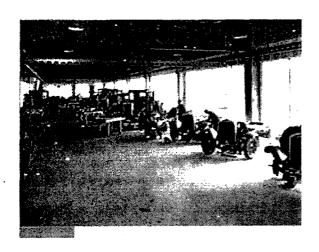
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ADIVISION OF PACCAR



Kenworth Truck Company, a division of PACCAR Inc, is a leading manufacturer of heavy and medium duty trucks. The company maintains its headquarters in Kirkland, Wash. and operates manufacturing plants in Chillicothe, Ohio; Ste-Therese, Que.; and Seattle and Renton, Wash.

Founded in 1923, Kenworth has an extensive dealer network of more than 290 dealer locations in the United States and Canada. This dealer network provided parts, service and body shop support for customers under the Kenworth PremierCare® Parts and Service. To help assist customers, the Kenworth PremierCare Roadside Assistance Center at 1-800-KW ASSIST (1-800-592-7747) operates 24 hours a day, seven days a week.



PACCAR.

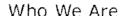
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Company







On highways, construction sites, city streets, logging roads - everywhere our customers earn their living - Peterbilt's red oval is a familiar symbol of performance, reliability and pride.

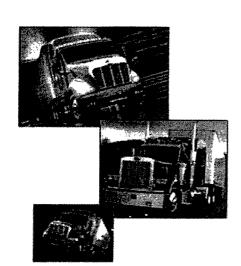
With our full line of Class 6-8 trucks, proven array of TruckCare aftermarket support programs and respected network of independent North American dealerships, Peterbilt continues its legendary industry leadership.

Driven to satisfy the unique needs and job challenges of our customers, Peterbilt custom manufactures each truck to customer specifications. And whether the order calls for a fully-appointed owner/operator truck or a unit spec'd to fleet requirements, each is manufactured to the same critical quality standard.

Peterbilt's conventional models, for example, feature a precision-tooled, lightweight aluminum cab, a variety of suspension systems for a smoother, quieter ride, and a three-piece, 20-bolt crossmember/gusset unit for extra frame durability. The combination of premium quality and custom manufacturing results in highly efficient, long- lasting trucks that adapt to a wide range of applications and markets. Most important, Peterbilts are the preferred truck of drivers. And fleet owners often cite their purchase of Peterbilts as a way they attract and retain quality drivers.

During the past several years, Peterbilt has introduced more new products and services than at any time in its history - trucks and sleepers that appeal to a broader range of industries, with more options, safety components and comfort features than all other trucks in their class. Additionally, customers are provided the best in aftermarket support through the Peterbilt Dealer Network and Peterbilt's TruckCare services. The latter features a full range of services that includes 24-hour roadside assistance and scheduled maintenance programs for fleets and owner/operators.

Peterbilt has reigned as America's premium quality truck manufacturer since the company's founding in 1939. Our dedication to deliver products and services focused on improving customers' performance, image, profitability and peace of mind truly makes Peterbilt the Class of the industry.



About Us

JOBS BENEFITS

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Navistar is a multi-billion, Fortune 300 company, comprising over 40 major locations, most in the United States. We have corporate and regional offices, manufacturing and assembly facilities, engineering and technical centers, parts distribution centers, and more. We also have facilities in Mexico, Canada, Brazil, Argentina, and South Africa.

Diverse locations represent a real opportunity for current employees and prospective candidates. Current employees benefit from taking on work assignments in different types of operations and in being able to self-nominate for job positions in our other locations and businesses. Talent looking to join Navistar may find the right job position in an area where they already live, or would like to move.

Visit City Search to research locations. Is telecommuting a possibility?

Locations by function:

Corporate Headquarters
Engineering and Technical Centers
Information Technology
International Accounting Center
Navistar Financial Corporation
International Subsidiaries
Manufacturing Facilities
Parts Operations and Distribution Centers
Purchasing and Logistics
Sales Offices

U.S. locations by state (mouse over for details):



International school b nation's children safel

? Question:

Where is your corporate office located?

Answer:

International Truck and Engine Corporation is headquarted in Warrenville, IL.

4201 Winfield Road P.O. Box 1488 Warrenville, IL 60555

General telephone: (630) 753-5000

Was this answer useful to you?

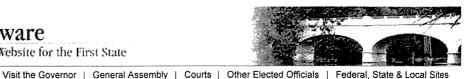
YES NO

| PACK | Ask another question

Exhibit 3



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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

Incorporation Date / 04/14/1981

Formation Date: (mm/dd/yyyy)

FREIGHTLINER LLC

LIMITED

0912343

LIABILITY COMPANY

GENERAL Entity Type:

(LLC)

Residency:

File Number:

Entity Name:

Entity Kind:

DOMESTIC

State: DE

REGISTERED AGENT INFORMATION

Name:

THE CORPORATION TRUST COMPANY

Address:

CORPORATION TRUST CENTER 1209 ORANGE STREET

City:

WILMINGTON

County: NEW CASTLE

State:

DE

Postal Code: 19801

Phone:

(302)658-7581

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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File Number:

Entity Name:

Entity Kind:

OO

2106601

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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

Incorporation Date / 11/06/1986 Formation Date: (mm/dd/yyyy)

VOLVO TRUCKS NORTH AMERICA, INC.

CORPORATION Entity Type: GENERAL

DOMESTIC State: DE Residency:

REGISTERED AGENT INFORMATION

Name: THE CORPORATION TRUST COMPANY

CORPORATION TRUST CENTER 1209 ORANGE STREET Address:

City: WILMINGTON County: NEW CASTLE

DE Postal Code: 19801 State:

(302)658-7581 Phone:

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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File Number:

Entity Kind:

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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

Incorporation Date / 11/19/1971 Formation Date: (mm/dd/yyyy)

Entity Name: PACCAR INC

CORPORATION Entity Type: GENERAL

Residency: DOMESTIC State: DE

0776583

REGISTERED AGENT INFORMATION

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Address: 2711 CENTERVILLE ROAD SUITE 400

City: WILMINGTON County: NEW CASTLE

State: DE Postal Code: 19808

Phone: (302)636-5400

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

Incorporation Date / 0634619

Formation Date: (mm/dd/yyyy)

Entity Name: INTERNATIONAL TRUCK AND ENGINE CORPORATION

Entity Kind: CORPORATION

GENERAL Entity Type:

12/22/1965

DOMESTIC Residency:

State: DE

REGISTERED AGENT INFORMATION

Name:

File Number:

THE CORPORATION TRUST COMPANY

Address:

CORPORATION TRUST CENTER 1209 ORANGE STREET

City:

WILMINGTON

County: NEW CASTLE

State:

DE

Postal Code: 19801

Phone:

(302)658-7581

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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By Business Name
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Business Entity Filing History

Date: 12/8/2006 (Select the link above to view the Business Entity's Filing History)

Business Name History

Name Name Type
MACK TRUCKS, INC. Current Name

Business Corporation - Domestic - Information

Entity Number:

608244

Status:

Active

Entity Creation Date:

12/10/1974

State of Business.:

PA

Registered Office Address:

No Address

Mailing Address:

No Address

Officers

Name:

RALPH E REINS

Title:

President

Address:

BOX M 2100 MACK BLVD

ALLENTOWN PA 18105-0

Name:

J ANTHONY DONALDSON

Title:

Secretary

Address:

BOX M 2100 MACK BLVD

ALLENTOWN PA 18105-0

Name:

DAVID SMITH

Title:

Treasurer

Address:

BOX M 2100 MACK BLVD

ALLENTOWN PA 18105-0

Name:

WALTER C MECK

Title:

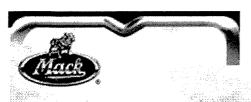
Vice President

Address:	BOX M 2100 MACK BLVD
	ALLENTOWN PA 18105-0
. Standage: "It alsgibble intelligen 1901 intelligible in the Standard Benediction and intelligence of the Ediffer - containing appropriate and for except many for every growth and appropriate and the Ediffer - containing and the Ediffer - containi	

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Mack Environmental Policy





Facilities

World Headquarters

Mack Trucks, Inc. World Headquarters 2100 Mack Boulevard P.O. Box M Allentown, PA 18105-5000

Telephone: 610-709-3011 Fax: 610-709-3308

All administrative and support functions, including marketing, sales, distributor operations, and customer service operations, among others, are based in Allentown, PA.

Source:

University of Delaware Office of Public Relations The Messenger Vol. 5, No. 1/1995 Charles Allen: Still hatching new ideas

When Charles C. Allen Jr., Delaware '40, was 5 years old, his family moved from its small truck farm near Bridgeville, Del., into the town of Seaford so they could have electricity. The family didn't really need the electricity, Allen says, but the chickens-at least the eggs they hatched from-did.

Today, when Allen, president of Allen's Hatchery Inc., surveys the success of the family's three agricultural businesses-which have a combined total of 2,300 employees-he sometimes marvels at how it all began.

Allen's Hatchery alone has 27 company farms with approximately 100,000 chickens on each. There are an additional 600 contract farmers who grow chickens for them. Then, there is the Allen Milling Co., which manufactures the feed for the chickens to eat, and Allen Family Foods, which processes and transports the chickens to market.

It's a long way from the day when Allen's mother-whom he describes as a "progressive woman with ideas who just wouldn't stand still"-convinced his father to buy their first egg incubator. That first machine held 250 eggs, and used kerosene lamps for heat. To exercise the yolks, the eggs had to be turned by hand three times a day.

In today's modern poultry business, the eggs are turned automatically by machine, and the chickens live their lives in climate-controlled houses where other machines see that they are automatically watered and fed.

Allen, who lives in the house in which he was born, is also an international business traveler. While he enjoys nothing more than having coffee and a chat with the employees who keep the family trucking fleet in operation, he is equally at home discussing the merits of quality Allen products with an importer in Hong Kong.

"I always thought I'd be a farmer but I never thought it would be so involved," he says. "In 60 years, I've seen lots of changes to the poultry business."

The Allens hatched their first chicks in 1919, and, as such, hold the title as the oldest poultry operation on the Eastern Shore. Today, it takes a mere 10 weeks to go from a freshly laid egg to a chicken dinner. More than 3 million eggs are set each week in the family's three hatcheries. They emerge 21 days later as baby chicks that are either raised on Allencompany farms or by contract growers. The eventual output ranges from 2.2 million to 2.5 million birds a week. It takes 16,000 tons of feed each week for the breeders, broilers and roasters.

Allen, the eldest in the family, has two brothers, Jack and Warren. Each brother has a son and, together, the six make up the Allen family corporation. Charles' son, Charles C. (Chick) Allen III, Delaware '71, is president of Allen Family Foods, the processing and sales part of the business. A grandson, Charles C. Allen IV, is currently a junior at UD majoring in animal science.

In addition to his role in the poultry business, Allen is responsible for overseeing the family's farming operation. The truck farm where his father grew tomatoes, lima beans and corn to feed the horses and mules has grown to 3,600 acres on which the family grows corn, wheat, barley, soybeans and sorghum. He also

oversees the maintenance part of the family's trucking business.

The Allen family sells fresh chicken year-round in markets in Boston, New York, Providence, Syracuse, Washington and Baltimore, among others. It takes 50 trucks each day to move the dressed poultry from the family's plants to the markets. In addition, there are 19 feed trailers needed to move feed from the mill to the poultry farms. As a result, there are Allen family trucks on the road day and night.

Allen married his high school sweetheart, the late Mary Elizabeth Huston, while a student at UD in 1940. While here, Allen lettered in football and played baseball. He remains a member of Sigma Nu fraternity.

After graduation, the newlyweds moved to Maryland and ran a feed and flour mill for six years. Because it was considered an essential civilian service, Allen was not drafted, although his brothers were. When they returned from the war, the three went into the poultry business together. Step by step, they increased their hatchery business, adding milling, then processing and, eventually, marketing.

Allen doubts that he or his brothers will ever appear in television commercials like their competitor Frank Perdue. "A good product will sell itself," he says. "Our best advertising is putting a nice bird on the shelf."

Allen is an active supporter of many University scholarship programs. In 1994, he established a Life Income Trust that will result in scholarship assistance to undergraduates in the College of Agricultural Sciences after his death. This is in addition to the Allen Family Scholarship, already awarded to students in the College of Agricultural Sciences.

-Beth Thomas

BULK TRANSPORTER

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Prism Business Media



Sentinel Transportation Flourishes Under Close DuPont, Conoco Relationship

Apr 1, 2000 12:00 PM By Mary Davis

Sentinel Transportation LLC, Wilmington, Delaware, has a long history with DuPont and Conoco, going back to 1984 when the fleet was Conoco's private fleet. At that time, the company operated for both Conoco and DuPont. In 1996, Sentinel moved out of Conoco, and Sentinel Transportation Company, a wholly owned subsidiary of DuPont, was formed. But in 1998, DuPont decided to spin off Conoco.

At that point, Sentinel's future was undecided. Would the carrier be split up between DuPont and Conoco? Would the carrier be dissolved? What were the alternatives? To settle the dilemma, DuPont and Conoco conducted a study that resulted in a joint venture between the two companies so that the partnership could own Sentinel as a subsidiary fleet.

The partnership, finalized in January 2000, is beneficial for all three entities. The arrangement gives the carrier the opportunity to operate independently while retaining resources of the two major companies. At the same time, DuPont and Conoco retained a company-tailored carrier dedicated to moving their products.

"They saw the value in Sentinel and wanted to be involved in its continuation," says Jerry Carson, Sentinel president. "We have a close relationship with DuPont and Conoco. We have the added advantage that we are owned by them and have the opportunity to represent them. Both companies use other carriers, but we are involved with the decisions they make that affect us."

Historically, almost 60% of the business comes from DuPont with most of the remainder generated by Conoco. A small amount of the business, 2%-3%, comes from third parties.

The carrier has 44 terminals with locations in Delaware, New Jersey, Michigan, Illinois, West Virginia, Virginia, North Carolina, South Carolina, Georgia, Tennessee, Louisiana, Kentucky, Texas, Oklahoma, North Dakota, South Dakota, Colorado, Montana, Utah, Nevada, and California.

"There is one thing that I believe is unique about Sentinel," says



Source:







Carson. "As a single carrier, it is as broad an operation as exists anywhere."

In the work it does for DuPont, the carrier hauls various chemicals, including specialty chemicals, plastic pellets, acids, and corrosives, as well as cryogenics, and hazardous and nonhazardous wastes. Products are transported to DuPont plants, from plant to plant, and to DuPont customers.

The Conoco business includes crude oil transportation to pipelines and storage facilities. Diesel and gasoline also are transported from storage facilities to retail stores, and wholesale customers. In addition, Sentinel hauls jet fuel, lube oil, and petroleum coke for Conoco.

Vehicle Fleet Sentinel's fleet numbers almost 1,200 trailers, including about 650 tank trailers for chemicals and about 120 for petroleum products. There are 65 dry bulk tank trailers, about 450 refrigerated and dry vans, including a few rack vans used to transport industrial nylon on spools. Dump trailers are available for hauling solid wastes and petroleum coke. A few tank containers, intermediate bulk containers (IBCs), and roll-off refuse boxes are transported.

A majority of the trailers are dedicated to specific products and usually include short-distance hauling. That doesn't mean there aren't some longhauls, but the percentage is somewhat lower, says Carson.

Having many different types of trailers and delivering many different types of hazardous materials reinforce the company's commitment to safety, an essential element for any carrier's success. Because of the longtime emphasis on safety by DuPont and Conoco, Sentinel has adapted some of the procedures, training, and incentive programs to fit its own operation. These programs have proven effective over the years for the parent companies, which brings an added reliability. They are another example of the advantages Sentinel reaps through the connection to DuPont and Conoco.

A program called "Safety Challenge" was introduced in late 1998 with the goal to eventually achieve zero accidents. In order to determine its effectiveness, it was set up as a three-year test. Any operating employee who completes one year without any kind of accident injury on the job, driving, product spillage, etc will receive a bonus based on gross earnings. Each year the record is sustained, the reward increases another percent, up to a maximum of 5%. If a preventable safety failure of any type does occur, the employee must move to the bottom of the ladder and begin again.

"We are seeing this reducing health and damage claims," says Carson. "And, it's a way of recognizing employees who are helping us reach the goal of zero accidents.

Safety Leadership Safety Leadership is a program developed in response to feedback from employees who expressed their desire to be directly involved in safety management. All supervisors and managers attend a 21D 2-day training seminar that is designed to incorporate employee participation in successfully managing safety.

"These training sessions are held periodically for new supervisors, part-time terminal dispatchers and supervisors, terminal employee trainers, and other key personnel nominated within the regions,"

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says Rick Preston, safety, environmental, and regulatory affairs manager.

Case 1:06-cv-00623-SLR

The goal is to raise employee awareness of hazards that may exist and could cause injury, collision, or product spill. If there is a safety failure, an initial investigation is conducted to determine the cause, and the information is presented for peer group review. Typically, the peer group includes a supervisor, the employee involved, and one or two peers of the employee.

"The first goal of the peer group is to uncover all physical, system, and human factors that contributed to the failure," says Preston. "Then ideas must be developed to prevent the contributing factor from happening again, avoiding a repeat of the failure."

In addressing prevention, the peer groups are encouraged to brainstorm for the most workable ideas. When the solutions apply to more than one terminal, they are distributed accordingly.

Employees are issued an in-depth safety manual that includes topics such as workplace and driving safety, occupational health issues, company policies, driver responsibilities, Department of Transportation (DOT) compliance, safety management systems, safety leadership, safety training, and compliance programs.

Another safety/incentive program is designed for drivers and mechanics the Hall of Fame/Million Miler Club. Drivers are inducted into the Hall of Fame/Million Miler Club upon completion of 15 years without a preventable collision or preventable lost work day case injury. Mechanics win the honor by completing 15 years without a preventable OSHA (Occupational Safety and Health Administration) recordable injury or preventable collision. Those who qualify are presented with \$1,000.

Preston points out that about 78 employees are currently in the Hall of Fame since the program began. A good deal of the success is credited to the training program that is in place and is continually reviewed and updated.

With a strong safety program and the stability of the company organization, Sentinel has not had as high a driver turnover problem as many other companies, Carson says. Heestimates the rate at 10%-14% for the 550 drivers employed by the company. Another driver-friendly company policy is to keep tractors and tank trailers in excellent condition for high utilization so that drivers aren't left idle.

Despite a shallow applicant pool to draw from, driver applicants must meet specific guidelines to be considered. They must have three years' truck driving experience including six months similar to the Sentinel operation no more than three moving violations in the past three years, and no preventable collisions in 12 months. They must have a tank endorsement on the commercial driver license (CDL) and be at least 21 years old.

New hires undergo classroom and on-road training that may last as long as six weeks. An inhouse-designed, computer-based training program was instituted by Conoco and has been in place for 15 years. It allows drivers (and other employees) to take the interactive training at their own pace and at a time when it is convenient for them. Subjects are presented in small lessons that can usually be completed in less than an hour.

After a driver logs on, the personal list of required modules appears on the screen. The required subjects can be studied one at a time to build a knowledge base before taking a quiz. The computer records when the steps are successfully completed and marks the outcome on the employee's personal menu. The program tracks training dates and indicates on the personal module list when refresher training is required.

Employees who handle specialized products require regular retraining and recertification. Training subjects includes company orientation and policies, DOT regulations, defensive driving, and hazardous materials handling. Drivers are cross trained for all of the trailers in the fleet so they can eventually haul all products overseen by the terminal where they are assigned.

Driver Fatigue In addition to the technical training are programs that address driver fatigue. Longhaul drivers are required to complete a four-hour training program, Driving in the Awake Lane, developed by Safety and Fatigue Consultants International.

"We found them to have an excellent program with a multisegment video tape and complete instructor's guide and script, as well as two student workbooks, pre-test, and post-tests," says Preston. "The program includes a medical evaluation sheet for drivers and their families to help determine if the driver may be suffering from any sleep disorders."

Five senior operations managers and Preston were qualified to present the program, and all longhaul drivers completed the program in 1998.

"We will probably repeat again this year, or early 2001, shooting for a two-to-three-year cycle," he says.

For local and shorthaul drivers, a two-hour program, The Alert Driver, was implemented. The program is produced jointly by the American Trucking Associations and the Federal Motor Carrier Safety Administration. It includes a single segment videotape and driver workbooks.

"This program is not as technical, so we developed our own script for supervisors to use as they present the training," says Preston. "The script leads the supervisor and the driver group through an interactive session at the end of each training where they jointly identify the schedules or conditions in each terminal that are areas of high fatigue exposure. Then, the group develops ideas to make schedule changes and help drivers, and their families, manage fatigue in order to prevent serious accidents."

Drivers and some spouses were included in the training sessions.

"We are trying a shift-worker newsletter we recently found on the Internet from a supplier, Circadian Information, www.circadian.com," he says. "The newsletter includes articles managing life for shift workers and the associated fatigue dangers. We are trying it with drivers at a few of our terminals to see if they feel the letter helps keep fatigue management tips in mind."

Safety Meetings Sentinel requires each terminal to conduct a minimum of one safety meeting per quarter. "Many terminals have more frequent meetings as required to meet the needs of each group," says Preston. "These meetings will include training and refresher training on specific hazards of the work at that terminal,

as well as general safety issues."

Sentinel chose Solomon IV for Windows from Solomon Software Inc as the primary accounting platform. Also part of the program is a system used by the human resource department developed by FLX Corporation. Other programs customized for Sentinel were developed by ClearView Software Inc.

"By implementing the Solomon system and automating remote processing and approval with centralized check fulfillment, Sentinel significantly cut down the number of people tracking fleet accounting," says James Ingersoll, chief financial officer.

Since installing the new system, the company has cut total administrative support in half. The savings come from the elimination of the double data entry, data validation at the source, mainframe maintenance, and other business process streamlining. The applications give Sentinel better control of costs. Responsibility and accountability for source information is now with the people who generate the information.

The terminals are responsible for inputting information correctly, authorizing payments, and managing relationships with vendors, who supply the terminals with everything from general supplies to contract and maintenance services, tires, leases, and more.

The customized system makes all of this possible, ensuring that the outlying terminals have the data they need to communicate accurately and effectively with vendors while payments are being processed and managed centrally. Sentinel finds that it is much more efficient to manage vendor relationships at the terminal level. The remote function gives terminal personnel the freedom they require to maintain important alliances.

In addition, there is a long-range plan to add Sentinel's companywide operations to an intranet. Custom web tools will allow the outlying terminals to transmit data to Sentinel headquarters via the Internet.

Maintenance Technology In conjunction with the accounting program is a maintenance program now underway at the Parkersburg, West Virginia, terminal where operations are dedicated to DuPont. The new three-bay shop introduces in-house maintenance at the terminal where before, all vehicle maintenance had been outsourced. Sentinel maintenance arrangements vary by terminal, some providing in-house service while others send vehicles to outside repair shops. Some of the terminals with inhouse maintenance are introducing computerized maintenance programs.

Decisions for outsourcing or implementing in-house maintenance are based on the individual needs of the terminal and what resources are available in nearby commercial maintenance facilities.

At Parkersburg, the Canadían Micro Systems (CMS) program, Maintain, was adapted to fit the carrier's needs, says Quentin Willey, terminal manager.

"The program has a flexible database that we have been able to customize for our power units and trailers," he says. "We have set up maintenance schedules for each vehicle."

Although entering the data to get the program running was tedious, the results have been well worth the effort, Willey says. Parts inventory is controlled, and a comprehensive history of each vehicle is always available.

Not only does the program handle specific maintenance data, it allows managers to compare vehicle performance and use that information for making decisions when new vehicles are acquired. Although Sentinel's tractors are almost identical in specification, performance varies, Willey says. Before the computer program was in place, tracking each tractor for individual and minute details was almost impossible. Now performance can be evaluated on a oneon-one basis.

Each time mechanics complete a work order on one of the 20 power units or 100 trailers, they enter the information via a computer terminal set up in the maintenance office. "We decided to keep the computer in the office rather than on the maintenance floor to protect it," he says.

The shop supervisor doublechecks mechanic entries and then confirms that the work order has been completed. A parts reorder report is provided three times a week, and a weekly report is generated by the shop foreman for review by the terminal manager.

The computer program handles specific queries about vehicles. For example, if an alternator failure has occurred on a tractor, information can be retrieved that will show if it failed before and how often. With the data, managers can determine causes for failures and seek ways to head them off for the future.

One way failures are avoided is through the Sentinel preventive maintenance (PM) procedures. Trailers have scheduled PMs every 90 days. In addition, trailers are routinely checked after every product unloading. "As a result of this schedule, our out-of-service rate has been reduced considerably," Willey noted. DOT inspections are conducted annually as required, but trailers that are used to transport certain hazardous materials are scheduled for additional inspections every six months.

Tractors receive minor service every 15,000 miles and a full service at 30,000. Oil is analyzed at least once a year after a base line has been established. As tractors acquire more miles, the test may be run twice a year. The 30,000-mile oil drain cycle is a result of using Conoco's Power D 15W40 motor oil, he says.

Tractor Specifications Sentinel Transportation uses three basic Kenworth chassis configurations for power unit selections, says Orville White, vice-president, equipment manager. These are the 225-inch wheelbase Kenworth T600B Aerocab with 70-inch integral sleeper berth, 190-inch wheelbase Kenworth T600B daycab, and the 190-inch wheelbase Kenworth T800 daycab. The T800 is configured so that it can be used to haul gasoline or operated in other types of daycab operation. It is also used in offroad crude oil operations.

"The PTO application fits the various operations," says White. "The only other change is on the T800 daycab where a Holland Kompensator fifthwheel is installed for crude oil service."

As primarily a bulk carrier, Sentinel is weight sensitive and currently uses the Cummins M11 and the new Cummins ISM engines. The use of lighter-weight engines saves approximately 800 pounds over the steering axle, and makes it possible to move the fuel tanks and batteries closer to the front, allowing higher payload configurations.

"Although the fleet is primarily Cummins powered, we are testing 21 Caterpillar C10 and C12 engines to determine any possible power, fuel, and increased operating efficiencies," White says.

All daycabs have engines set for 330 horsepower at 1800. When used in an application exceeding 80,000 pounds, power is increased approximately 20 horsepower for every additional 10,000-pound increase in gross combination vehicle weight (GCVW). All over-the-road Kenworth T600B Aerocab sleeper tractors operate with either 350- or 370-hp engines, with the 370 being used where the terminal operating the unit is pulling higher profile equipment than a standard tank trailer.

Most power units are specified with Eaton's nine-speed RTX-14709H overdrive transmission. Those pulling over 100,000 GCVW are specified with Eaton's 18-speed transmission to allow more gear selections on grades and to allow more flexibility in mountainous terrain. All units have Eaton's DS404 rear axle with a 4.33 ratio. The transmission and rear axle combination help optimize fuel economy in conjunction with the company's maximum operating speed limit of 60 mph.

"Several of our over-the-road fleets that operate basic tank equipment consistently return a fuel economy exceeding eight miles per gallon using the Cummins M11 and ISM engines," White notes.

All power units are specified with Meritor WABCO antilocking braking system (ABS). The addition of the traction control feature has allowed Sentinel to specify only the DS404 drive axle for all power units, including off-road crude oil operations operating at 115,000 plus pounds.

All of the units use the Kenworth Airglide 200 suspension. Air ride cabs have been selected since last year. An additional weight savings of approximately 120 pounds is achieved in the T800 daycab and T600B Aerocab sleeper units used in highway applications by using Delphi composite front springs.

"One additional benefit is that the composite spring has increased steering tire life from 100,000 miles to over 180,000 on the Michelin XZA+2 steering axle tires," White says. The T800 can be configured for either a tractor or a straight truck operation by simply lengthening the wheelbase from the standard 190-inch to 230- to 245-inch wheel base to accommodate tank or van body.

The T800 daycab, when used in crude oil operations, also is built with an AMOT shut down system to prevent engine runaway during loading and unloading of crude oil products that produce high vapor problems.

Fleet Trailers Sentinel Transportation operates 10 types of trailers. These include 60 MC306 and DOT406 tanks for fuels and lube oils, 50 MC307 and DOT407 aluminum tanks for crude oil, 10 MC307 and DOT407 uninsulated stainless steel trailers for liquid waste, 450 MC307 and DOT407 stainless steel insulated trailers for general chemical, and 30 MC312 and DOT412 carbon steel rubberlined trailers for acids. Also in the fleet are two MC312 and DOT412 carbon steel Derakane lined tank trailers, and 25 MC312 and DOT412 stainless steel trailers for acids. Another 270 trailers (20

for Sentinel and 250 for DuPont) are used for propane and refrigerant gases. Sentinel also has 80 vacuum-pneumatic dry bulkers used by DuPont.

In addition, Sentinel operates 25 refrigerated trailers, 450 dry vans, nine flatbeds, 35 end dumps, and 10 roll-off chassis.

Crude oil trailers are equipped with Roper loading and unloading pumps that operate in conjunction with a Thermoflow hydrapac unit mounted on the tractor. Speed control is maintained via a variable speed control valve.

"This system is designed in conjunction with the Garnett overfill system that disengages the hydraulic system through a bypass valve," says White. "This helps avoid overfills. The hydraulic system also is sensitive enough to disengage (bypass) in the event a closed valve is pumped against. The sudden hydraulic pressure surge causes the system to bypass before there is any hose damage or hose to couple separation."

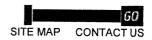
The Brenner DOT407 stainless steel tank trailers are built with a full vapor recovery system that can be utilized for closed-loop loading. The vapor recovery is accessible in both the manway area, as well as at the curbside rear of the trailer. This configuration allows closed-loop operation without the driver or operator getting on top of the trailer.

"All carbon steel DOT412 trailers are designed and built with full closed-loop loading capabilities," White adds. "These trailers use the same basic specification as the stainless steel DOT412 trailers with the exception of capacity. The carbon steel trailers typically are used for hydrochloric acid and are rubber lined. They have a capacity of 5,000 US gallons."

The stainless steel DOT412 trailers have a capacity of 3,800 US gallons and are typically used in sulfuric acid service, White says.

The planning that goes into vehicle selection at Sentinel is just one more example of the company's efforts to continue offering its owners excellent service. Most of Sentinel's managers have been employed by DuPont or Conoco, or they have worked for Sentinel in conjunction with the two companies. That experience, coupled with the sophisticated training and advanced technology that has come with the major companies, bodes well for the future relationship.





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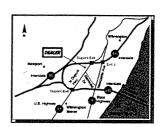
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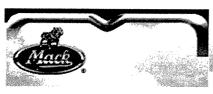
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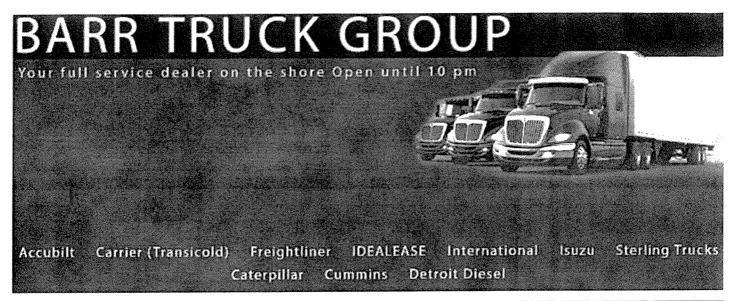
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Meritor-Eaton Legal Grinding Continues

Another development on the vertical integration scene concerns heavy-duty transmissions. You may have heard (and can read in *Hotline* in this issue) that ArvinMeritor is suing Eaton Corp. over alleged predatory practices in marketing its Fuller gearboxes. The suit says Eaton forced OEMs to encourage customers to choose Eaton transmissions over Meritor's, and rewarded those OEMs who did by paying lucrative rebates.

Eaton denies ArvinMeritor's allegations, and they'll be fought out in court – the latest in a series of legal battles between the two huge component suppliers who have otherwise used technology, quality and product backing as weapons as they struggled over the years to earn their places in North American truck building.

Whatever Eaton has done, it's enough to have gained 95 percent of Class 8 transmission business, the lawsuit says, and drive ZF Meritor – a joint venture between ArvinMeritor and German-based ZF Friedrickschafen – out of business. ZF Meritor announced it will cease selling transmissions by year's end, though it will continue supporting those now on the road.

An Eaton spokesman declined to comment to $\ensuremath{\mathit{HDT}}$ on the allegations because of ongoing litigation.

But Meritor's allegations were seemingly supported by one former private-fleet manager in a phone interview with *HDT*.

"This is not hearsay," said Herman Miller, now a maintenance consultant in Green Bay, Wis. "When I was at Shopko [Stores], I bought Freightliner Argosies and tried to get them with Meritor transmissions like I had been buying.

"But between a direct-drive 10-speed Meritor transmission and a direct-drive 10-speed Eaton transmission, the upcharge for the Meritor was \$2,500. Now, I know that the cost to Freightliner for the Meritor was not that much more than for the Eaton, but I was being discouraged from ordering the Meritor because Eaton was paying big rebates to Freightliner for selling Eaton transmissions."

Miller cites Eaton's alleged tactics as an example of how marketing agreements between OEMs and suppliers not only narrow fleet managers' spec'ing choices but also can lead to monopolies. "It's just not healthy for one supplier to have all the transmission business," he says. "When they're in that position, what's going to stop 'em from doing anything they want?"